

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,
Debtors.

Chapter 11

Case No. 01-01139 (JKF)
Jointly Administered

Hearing Date Sept. 8, 2009 at 11:00 a.m.

**ARROWOOD'S REQUEST FOR JUDICIAL NOTICE OF
CERTAIN DOCUMENTS**

Pursuant to Rule 201 of the Federal Rules of Evidence and Rule 9017 of the Federal Rules of Bankruptcy Procedure, Arrowwood Indemnity Company f/k/a Royal Indemnity Company ("Arrowwood") hereby respectfully requests that this Court take judicial notice of the existence and contents of certain documents described below, so that they may be considered part of the record at Phase II of the Confirmation Hearing in this matter.

Under Rule 201 of the Federal Rules of Evidence, a court may take "judicial notice of adjudicative facts" that are "not subject to reasonable dispute in that [they are] either (1) generally known within the territorial jurisdiction of the trial court or (2) capable of accurate and ready determination by resort to sources whose accuracy cannot reasonably be questioned." Fed. R. Evid. 201(a) & (b). Under Rule 201, "[a] court shall take judicial notice if requested by a party and supplied with the necessary information." Fed. R. Evid. 201(d). It is appropriate for this Court to take judicial notice of its own files, including pleadings and other papers of record in this bankruptcy case and in related adversary proceedings. *See Southmark Prime Plus, L.P. v. Falzone*, 776 F. Supp. 888, 892 (D. Del. 1991).

It is also appropriate for this Court to take judicial notice of facts contained in public or quasi-public records. *See Del Puerto Water Dist. v. U.S. Bureau of Reclamation*, 271 F. Supp. 2d

1224, 1232-33 (E.D. Cal. 2003); *Southmark Prime Plus, L.P. v. Falzone*, 776 F. Supp. 888, 892-93 (D. Del. 1991) (citing *Massachusetts v. Westcott*, 431 U.S. 322, 323 n.2 (1977)); see also *Oran v. Stafford*, 226 F.3d 275, 289 (3d Cir. 2000) (SEC filings and facts contained therein); *Grassmueck v. Barnett*, 281 F. Supp.2d 1227, 1232 (W.D Wash. 2003) (facts contained in public corporate records kept by state officials); *Boone v. Menifee*, 387 F. Supp. 2d 338, 343 n.4 (S.D.N.Y. 2005) (facts available via official government web sites); *U.S. ex rel. Dingle v. BioPort Corp.*, 270 F. Supp. 2d 968, 972 (W.D. Mich. 2003) (same); *In re Holstein*, 299 B.R. 211, 233 n.26 (Bankr. N.D. Ill. 2003) (same).

Public Records Available from the Government

Arrowood requests that the Court take judicial notice of the existence and contents of the following public records, the first fourteen of which may be obtained from the Securities and Exchange Commission (edgar.sec.gov):

1. Portions of Grace's SEC Form 10-K for the fiscal year ended December 31, 2007, Commission file number 1-13953, pre-marked as trial exhibit A-18.
2. Portions of Grace's SEC Form 10-K for the fiscal year ended December 31, 2006 Commission file number 1-13953, pre-marked as trial exhibit A-18.
3. Portions of Grace's SEC Form 10-K for the fiscal year ended December 31, 2005 Commission file number 1-13953, pre-marked as trial exhibit A-18.
4. Portions of Grace's SEC Form 10-K for the fiscal year ended December 31, 2004 Commission file number 1-13953, pre-marked as trial exhibit A-18.
5. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 2003 Commission file number 1-13953, pre-marked as trial exhibit A-18.

6. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 2002
Commission file number 1-13953, pre-marked as trial exhibit A-18.

7. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 2001
Commission file number 1-13953, pre-marked as trial exhibit A-18.

8. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 2001
Commission file number 1-13953, pre-marked as trial exhibit A-18.

9. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 2000
Commission file number 1-13953, pre-marked as trial exhibit A-18.

10. Portions of Grace's SEC Form 10-KA For the fiscal year ended December 31,
1999 Commission file number 1-13953, pre-marked as trial exhibit A-18.

11. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 1999
Commission file number 1-13953, pre-marked as trial exhibit A-18.

12. Portions of Grace's SEC Form 10-K405 For the fiscal year ended December 31,
1998 Commission file number 1-13953, pre-marked as trial exhibit A-18.

13. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 1996
Commission file number 1-12139, pre-marked as trial exhibit A-18.

14. Portions of Grace's SEC Form 10-K For the fiscal year ended December 31, 1995
Commission file number 1-13720, pre-marked as trial exhibit A-18.

15. The July 27, 2009, Hr. Tr. where the Court approved the settlement between the
Royal Parties and the Debtor, pre-marked as trial exhibit A-38.

16. Order Pursuant to Sections 105, 1107, and 1108 of the Bankruptcy Code and
Rules 2002, 9014, and 9019 of the Federal Rules of Bankruptcy Procedure Authorizing and
Approving the Debtors Entering Into the Settlement Agreement with the Royal Parties and

Denying Libby Claimants' Motion to Defer Consideration and Compel Discovery, Dated August 19, 2009 (Dkt. No. 22859), pre-marked as trial exhibit A-80.

17. The Dec. 15, 2008, Hr. Tr., 77:12-21 (Dkt. No. 20371), portions of which pre-marked as trial exhibit A-56:

MR. BERNICK: Your Honor, very -- number one, the plan is not effective, so there hasn't been any transfer yet, and number two, with respect to the settled insurance policies, the settled insurance policies are different. And the settled insurance policies now pertain to protected parties. Protected parties are entitled to a 524(g) channeling injunction, so this is very much a part of a -- an important part of the plan, which is now subject to confirmation, so the matter clearly is ripe, and clearly is within the scope of Your Honor to determine in connection with the confirmation of the plan.

18. The Nov. 14, 2008, Hr. Tr., 40:4-16, 43:6-12 (Dkt. No. 20167), portions of which pre-marked as trial exhibit A-45:

MR. FREEDMAN: Royal Insurance, as Mr. Schiavoni indicated, we now believe we have an agreement done, and I'd like to spell out the gist of that without going into the granular detail on what it is. Grace has agreed, and the ACC and the Future claimants' representative assent that the Royal primary policies identified in the 1995 settlement agreement are fully settled. The plan proponents are revising the disclosure statement to say that and the plan proponents have filed a revised Exhibit 5, which states that pursuant to that settlement agreement, these Royal primary policies are entitled to protections afforded in the plan and the settlement agreement to the extent of the indemnities that are provided there as set forth --

THE COURT: All right.

Id. at 40:4-16. Mr. Lockwood testified at that hearing:

[A]s we previously pointed out in our papers, the so-called premises coverage is not limited to the Libby claimants, despite Mr. Cohn's assertions to the contrary. And therefore, the Committee, in considering this issue, was not somehow or another focusing on whether or not they should give away the Libby claimants' rights as opposed to the rights of others, all claimants that might be entitled to that coverage.

Id. at 43:6-12.

Dated: September 1, 2009
Wilmington, Delaware

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